

FREIGHT MOBILITY STRATEGIC INVESTMENT BOARD BYLAWS

ARTICLE I

PURPOSE

The Board shall carry out the provisions of Chapter 175, Laws of 1998, as now or hereafter amended, and shall perform the duties and functions as therein prescribed.

ARTICLE II

OFFICERS OF THE BOARD

Section 1. Officers of the Freight Mobility Strategic Investment Board (FMSIB).

- (a) The presiding officer of the Board shall be the public member appointed by the Governor and shall be designated the "chairperson". The chairperson shall preside over all meetings of the Board and do all such other things that are appropriate for or delegated to such officer by law and the Board;
- (b) A vice chairperson, elected by a majority vote of the membership of the Board for a two-year term, shall preside in the absence of the chairperson, as well as act for the chairperson and the Board under its direction;
- (c) In the absence of both the chairperson and vice chairperson, an acting vice chairperson, appointed by a majority of the voting members of the Board present at that meeting shall preside at that meeting of the Board;
- (d) The Board shall appoint an Executive Director who shall serve at the Board's pleasure. The Assistant Secretary for the TransAid Service Center, WSDOT, will act as Executive Director until the position is filled.

ARTICLE III

MEETINGS

Section 1. Time and Place of Meetings.

Regular public meetings of the Board shall be held on the third Friday of every month. Each such regular meeting shall be held in SeaTac, Washington, and begin at the hour of 9:00 a.m., or at such other time and place as designated by the Board. By December, the Board shall adopt a calendar showing the time, date and location of board meetings for the following year.

A special meeting of the Board may be called by the chairperson or by a majority of the members of the Board, by delivering personally or by mail written notice to all other members of the Board at least twenty-four hours before the time of such meeting as specified in the notice. The notice calling a special meeting shall state the purpose for which the meeting is called and the date, hour, and place of such meeting and all provisions of Chapter 42.30 RCW shall apply.

Section 2. Notice to Members of Meetings.

Notice of all regular meetings, shall be given by the Executive Director in writing to each member by posting in the U.S. mail a notice thereof addressed to the member at their business or residence address furnished to the Board. Such notice shall be posted at least ten **(10) days** prior to the meeting. Members present at any meeting shall be deemed to have waived notice as to that meeting.

One week in advance of any regular meeting of the Board, subject material on agenda items shall be provided by the Executive Director and mailed to Board members.

Section 3. General Notice of Meeting and Agenda Items

A notice of regular public meetings of the Board shall be given by the Executive Director in writing to all persons who have made a timely request of the Board at least twenty (20) days prior to the meeting.

Section 4. Business of the Board.

All business of the Board shall be transacted by motion and/or resolution which may be made by any member in attendance, including the Chairperson, and shall require a second. Voting on all motions and resolutions shall be by voice unless a special division is called for by a member, in which case the roll shall be called by the presiding officer and the vote of each member shall be recorded. Except as otherwise provided, Robert's Rules of Order, latest edition, shall govern the meetings of the Board.

ARTICLE IV

QUORUM

The presence of a majority of the current Board membership shall constitute a quorum for the transaction of the business of the board.

It shall require a majority of those members in attendance to carry any motion and/or resolution unless otherwise set forth in these rules.

ARTICLE V

MINUTES

All actions of the Board shall be by motion and/or resolution recorded in a book or books kept for such purpose, maintained at the office of the Board, and shall be open to the public for inspection at all reasonable times.

ARTICLE VI

CHANGE OR REPEAL OF INTERNAL RULES

Amendment, alteration, change, additions to or repeal of the rules governing internal management of the Board, not affecting regular procedures available to the public, and not in conflict with state law, may be made by resolution of the Board pursuant to other applicable sections of these rules.

ARTICLE VII

INSTRUMENTS

All instruments, including vouchers for payment from the FMSIB administered funds shall be submitted to the Executive Director of the Board for approval and shall be signed by the Executive Director in the name of the Board; PROVIDED, vouchers for payment may be signed by the designated agent of the Executive Director if proper procedure has been followed and payment is due.

The Executive Director shall report to the Board at each regular meeting regarding all instruments, including vouchers for payment, approved during the period after the preceding regular meeting.

ARTICLE VIII

CERTIFICATION OF DOCUMENT

The Executive Director of the Board and that person so delegated the duty to have charge of the records of the Board shall have the authority to certify on behalf of the Board any and all documents, records or proceedings as may become necessary from time to time in the name and place of said Board.

ARTICLE IX

ADMINISTRATIVE COMMITTEE

The Chairperson may establish an administrative committee, subject to the approval of the Board, to handle day-to-day issues that cannot be delayed until the next board meeting and other such duties as assigned by the Board. All committee actions shall be reported at the next Board meeting.

ARTICLE X

CONDUCT OF MEMBERS AT BOARD MEETINGS

Board members shall declare their relationship to a project, if any, prior to expressing official statements dealing with projects before the Board directly related to their jurisdiction and/or affiliation. A board member shall not be the spokesperson for presenting a project proposal to the Board. The Chairperson may request a member to testify on any project issue before the Board directly dealing with that member's own jurisdiction and/or affiliation.

ARTICLE XI

ADDRESS OF THE BOARD

FMSIB
1063 Capitol Way, Room 201
P.O. Box 40965
Olympia, WA 98504

ARTICLE XII

BOARD MEETING ATTENDANCE

If a member of the Board is absent for three consecutive regularly scheduled Board meetings or is absent from more than fifty percent of the regularly scheduled meetings in any one calendar year, the following action will be taken:

- (a) The FMSIB Chairperson shall call the member to determine if the member desires to continue to serve on the Board; and
- (b) If the member continues to be absent, the FMSIB Chairperson shall document the absences in a letter to the member and send a copy to the appointing official and, if the member's position is subject to nomination, to the member's nominating organization.